

RECORDATION NO. **23204-S** (12)

ALVORD AND ALVORD
ATTORNEYS AT LAW
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JUN 6 '01 10:30
TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 1, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of June 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204.

The names and addresses of the parties to the enclosed document are:

Lessor: Allfirst Bank
25 South Charles Street
Baltimore, Maryland 21201

Lessee: Norfolk Southern Railway Company
110 Franklin Road, S.E.
Roanoke, VA 24042

A description of the railroad equipment covered by the enclosed document is:

Two (2) locomotives: NS 5514 and NS 5515.

Mr. Vernon A. Williams
June 1, 2001
Page 2

A short summary of the document to appear in the index is:

Memorandum of Lease between Allfirst Bank, Lessor, and Norfolk
Southern Railway Company, Lessee.

Also enclosed is a check in the amount of \$28.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bjg
Enclosures

**MEMORANDUM OF LEASE
(Surface Transportation Board)**

THIS MEMORANDUM OF LEASE dated as of June 1, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank (the "Lessor") and Norfolk Southern Railway Company, a Virginia Corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee has leased from Lessor certain locomotives identified on Schedule 1 attached hereto (the "Locomotives") under Equipment Schedule No. 4 to that certain Equipment Lease Agreement dated as of October 25, 2000 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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RECORDATION NO. 23204-S FILED
JUN 6 '01 10:30 AM
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ALLFIRST BANK

By: Richard M. Folio
Name: RICHARD M. FOLIO
Title: VICE PRESIDENT

STATE OF Maryland
City Baltimore) ss:
COUNTY OF Baltimore)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Baltimore this 31st day of May, 2001 by Richard M. Folio, as Vice President of ALLFIRST BANK, a Maryland state chartered commercial bank.

My commission expires: 7/27/02

Deborah J. Hooper
Notary Public



[Notarial Seal]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig
Name: William J. Romig
Title: Vice President and Treasurer

STATE OF Virginia)
City Richmond) ss:
COUNTY OF Norfolk)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Norfolk this 1st day of June, 2001 by William J. Romig, as VP & Treasurer of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

Sandra J. Kirby
Notary Public

My commission expires: MARCH 31, 2002

[Notarial Seal]

SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2862	5778-122	NS 5514
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2861	5778-11	NS 5515